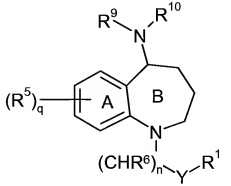
Amendments to the Claims

1. (currently amended) A compound of a formula below:



wherein

n is 0, 1, 2, or 3;

q is a bond, C=O, or $S(O)_t$; wherein t is 0, 1, or 2;

R^1 is selected from a group consisting of C_1-C_6 alkyl, aryl, C_2-C_6 alkenyl, C_1-C_6 alkylheterocyclic, C_3-C_8 cycloalkyl, C_1-C_6 alkylcycloalkyl, C_1-C_6 alkylaryl, heterocyclyl, C_1-C_6 alkoxy, aryloxy, OC_1-C_6 haloalkyl, -OC_3-C_8 cycloalkyl, -OC_1-C_6 alkylcycloalkyl, -NR^7R^8, -OC_1-C_6 alkylaryl, -O-heterocyclic, and -OC_1-C_6 alkylheterocyclic; and wherein each of cycloalkyl, aryl and heterocyclic group is optionally substituted with 1 to 3 groups independently selected from oxo, halo, C_1-C_6 alkyl, C_1-C_6 alkoxy, C_1-C_6 haloalkyl, $CONR^{11}R^{12}$, C_0-C_3 alkyl$NR^{11}R^{12}$, C_0-C_6 alkyl$COOR^{11}$, cyano, and phenyl;

each R^5 is selected from a group consisting of hydroxy, halogen, C_1-C_6 haloalkyl, aryl, heterocyclic, cyano, C_1-C_6 alkyl, C_2-C_6 alkenyl, C_1-C_6 alkoxy, -OC_1-C_6 haloalkyl, C_0-C_6 alkylNR^7R^8, C_0-C_6 alkylCOR^7, C_0-C_6 alkylCO_2R^7, $NR^7SO_2R^8$, NR^7COR^8, $S(O)_tR^7$, and -OC_1-C_6 alkylaryl wherein each of the aryl and heterocyclic groups is optionally substituted by oxo or alkyloxy;

R^6 is hydrogen or C_1-C_6 alkyl;

each R^7 is independently selected from a group consisting of hydrogen, C_1-C_6 alkyl, O-C_1-C_6 alkyl, C_1-C_6 haloalkyl, -C_3-C_8 cycloalkyl, heterocyclic, and aryl, wherein each alkyl, is optionally substituted with 1-3 groups independently selected from C_1-C_6 alkoxy, SO_2R^{11}, and $NR^{11}R^{12}$,

each R^8 is independently selected from a group consisting of hydrogen, C_1-C_6 alkyl, and aryl;

R^9 is COR^7 wherein R^7 is as defined above;

R^{10} is benzyl, optionally substituted with 1 or 2 groups selected from halo, C_1-C_6alkyl, haloalkyl, C_1-C_6alkoxy, and C_1-C_6 haloalkoxyalkyl;

R^{11} and R^{12} are independently selected from a group consisting of hydrogen, C_1-C_6 alkyl, and aryl.;

or a pharmaceutically acceptable salt thereof.

2. (previously presented) The compound according to Claim 1 wherein R^1 is selected from a group consisting of C_1-C_6 alkoxy, C_1-C_6 alkylcycloalkyl, C_3-C_8 cycloalkyl, C_1-C_6 alkylheterocyclic, aryloxy, -OC_1-C_6 haloalkyl, -OC_3-C_8 cycloalkyl, -OC_1-C_6 alkylaryl and -OC_1-C_6 alkylheterocyclic wherein each of cycloalkyl, aryl and heterocyclic group is optionally substituted with 1 to 3 groups independently selected from oxo, halo, C_1-C_6 alkyl, C_1-C_6 alkoxy, C_1-C_6 haloalkyl, $CONR^{11}R^{12}$ and C_0-C_6 alkyl$COOR^{11}$.

3. (currently amended) A compound according to Claim 1 wherein R^1 is selected from a group consisting of aryloxy, -OC_1-C_6 haloalkyl, -OC_3-C_8 cycloalkyl, -OC_1-C_6 alkylaryl, -Oheterocyclic, and -OC_1-C_6 alkylheterocyclic; wherein each of cycloalkyl, aryl and heterocyclic group is optionally substituted with 1 to 3 groups independently selected from halo, C_1-C_6 alkyl, C_1-C_6 alkoxy, C_1-C_6 haloalkyl, and C_0-C_6 alkyl$COOR^{11}$.;

4. (previously presented) The compound according to Claim 1 wherein R^1 is selected from a group consisting of C_1-C_6 alkylcycloalkyl, C_1-C_6 alkylheterocyclic, C_3-C_8 cycloalkyl and aryloxy, wherein each of cycloalkyl, aryl and heterocyclic group is optionally substituted with 1 to 3 groups independently selected from halo, C_1-C_6 alkyl, C_1-C_6 alkoxy, C_1-C_6 haloalkyl, and C_0-C_6 alkyl$COOR^{11}$.

5. (currently amended) The compound according to Claim 1 Y is a bond; and R^1 is alkylaryl, alkylheterocyclic, ~~C_1-C_6 alkycycloalkyl~~ C_1-C_6 alkylcycloalkyl wherein the aryl, cycloalkyl and heterocyclic groups are each optionally substituted with 1, 2 or 3 groups independently selected from oxo, -COOH, C_1-C_6 alkyl, and C_1-C_6 alkoxy.

6-7. (canceled)

8. (currently amended) The compound of claim 1, wherein n is 0 or 1 and q is 1, 2, or 3.

9. (previously presented) The compound according to Claim 1 wherein n is 0 or 1; and q is 2 or 3.

10-11. (canceled)

12. (previously presented) A compound selected from the group consisting of:
5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-7-trifluoromethyl-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester,
5-[(3,5-Bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-7-trifluoromethyl-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester,
5-[(3,5-Bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-7-trifluoromethyl-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid ethyl ester,
5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-7-trifluoromethyl-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid ethyl ester,
5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester,
5-[(3,5-Bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester,
5-[(3,5-Bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-7-bromo-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester,
5-[(3,5-Bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-7-bromo-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid ethyl ester,
5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-7-bromo-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid ethyl ester,
5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-7-methoxy-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid ethyl ester,
5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-8-trifluoromethyl-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester,
5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-8-fluoro-7-trifluoromethyl-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester,

4-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-7-trifluoromethyl-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester,
5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-8-chloro-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester, and
5-[(3,5-Bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-8-chloro-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester,
or a pharmaceutically acceptable salt thereof.

13. (canceled)

14. (previously presented) A method of treating dyslipidemia comprising administering a compound of claim 1, or a pharmaceutically acceptable salt thereof, to a patient in need thereof.

15. (canceled)

16, (currently amended) A method of treating artherosclerosis comprising administering a compound of claim 1, or a pharmaceutically acceptable salt thereof, to a patient.

17. (canceled)

18. (previously presented) A method of according to claim 14 comprising lowering plasma LDL-cholesterol in a mammal.

19. (canceled)

20. (currently amended) A method of treating pathological sequelae due to low levels of plasma HDL-cholesterol in a mammal comprising administering a pharmaceutically effective amount of a compound of claim 1, or a pharmaceutically acceptable salt, thereof, to a patient in need thereof.

21. (canceled)

22. (previously presented) A pharmaceutical formulation comprising a compound according to Claim 1 and at least one of: a carrier, a diluent and an excipient.

23-25 (canceled)

26. (previously presented) A method according to claim 14 comprising raising plasma HDL-cholesterol in a mammal.